

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(904) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Out of Time, Inc

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- RECEIVED
02 APR 16 AM 11:02
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
- FILED
2002 APR 16 PM 2:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
- Art of Inc. File
 - LTD Partnership File
 - Foreign Corp. File
 - L.C. File
 - Fictitious Name File
 - Trade/Service Mark
 - Merger File
 - Art. of Amend. File
 - RA Resignation
 - Dissolution / Withdrawal
 - Annual Report / Reinstatement
 - Cert. Copy
 - Photo Copy
 - Certificate of Good Standing
 - Certificate of Status
 - Certificate of Fictitious Name
 - Corp Record Search
 - Officer Search
 - Fictitious Search
 - Fictitious Owner Search
 - Vehicle Search
 - Driving Record
 - UCC 1 or 3 File
 - UCC 11 Search
 - UCC 11 Retrieval
 - Courier

Signature

Requested by:

Name

Date

Time

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4/16/02

ARTICLES OF INCORPORATION
OF
OUT OF TIME, INC.

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TALLAHASSEE FLORIDA

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopted the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is: Out of Time, Inc.. The principal office and mailing address is 5513 Roosevelt Blvd #217, Jacksonville, Florida 32244.

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is one hundred (100) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 2705 Riverside Avenue, Jacksonville, Florida, 32205, and the names of the initial registered agent at that address is Allen L. Poucher, Jr.

ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but never shall be less than one. The name and address of the initial Director of the Corporation is as follows:

Stephanie Hamilton
5603 Bennington Drive
Jacksonville, Florida 32244

Bryan Scott Hamilton
5603 Bennington Drive
Jacksonville, Florida 32244

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

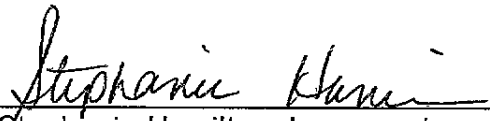
The name and address of the Incorporator is as follows:

Stephanie Hamilton
5603 Bennington Drive
Jacksonville, Florida 32005

ARTICLE 8.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12th day of April, 2002.


Stephanie Hamilton, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of April, 2002,
by Stephanie Hamilton, on behalf of the Corporation. She is personally known to me or
has produced valid driver's license as identification.

Irene Renee Reilly
Signature of Notary Public

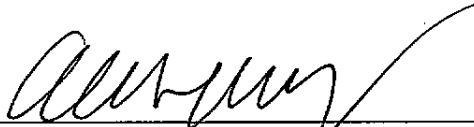
Irene Renee Reilly
Printed Name of Notary Public

11/30/04
My Commission Expires:



ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Allen L. Poucher, Jr., Registered Agent

Date: 4-12-02

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